## FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 RECEIVED

FORM D

NOTICE OF SALE OF SECURPTES 1 2005 PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPT



DA	TE REC	EIVED	

Name of Offering (□ c	heck if this is an an	nendment and name	has changed, and inc	dicate change	8	110	2001
Purchase and Sale	of Series A2 Pr	eferred Stock				//3	3731
Filing Under (Check box(	es) that apply):	□ Rule 504	□ Rule 505	Rule 5	06 I	☐ Section 4(6)	□ ULOE
Type of Filing:	w Filing 🔲 A	mendment					
	***	A. BASIC I	DENTIFICATION	ON DATA			
1. Enter the information re	equested about the	issuer					
Name of Issuer (□ ch	eck if this is an amo	endment and name ha	as changed, and indi	icate change.)			<del></del>
<b>Motorsport Afterma</b>	rket Group, Ind	<b>&gt;</b> .					
Address of Executive Offi	ices	(Number ar	nd Street, City, State	e, Zip Code)	Telephon	e Number (Inclu	ding Area Code)
2146 Michelson Driv	ve, Suite B, Irvi	ne, CA 92612			949-440	-5500	
Address of Principal Busi	ness Operations	(Number ar	nd Street, City, State	e, Zip Code)	Telephon	e Number (Inclu	ding Area Code)
(if different from Executiv	ve Offices)						
Brief Description of Busin	ness						
Design and impleme	entation of the	consolidation o	f one or more e	entities in t	he sale a	and distributi	on of motorcycle
parts and accessori						£4.	
Type of Business Organiz	ation					•	•
■ corporation	☐ limited partr	ership, already form	ed 🗆 other (	please specify	/): limite	ed liability compa	any to proper the
☐ business trust	☐ limited partr	ership, to be formed					any OCESSED
			Month Year				JAN 12 2005
Actual or Estimated Date	of Incorporation or	Organization:	0 7 0 0	📙 🗷 Actu	al 🗆 E	stimated	135 TO 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Jurisdiction of Incorporati	on or Organization		I.S. Postal Service al N for other foreign j		r State:	DE	I maken

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

(for footnote, if any)

SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

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<ul> <li>Enter the information requested for the fe</li> <li>Each promoter of the issuer, if the issuer</li> <li>Each beneficial owner having the powthe issuer;</li> </ul>	uer has been organized within	n the past five years; ect the vote or disposition o	f, 10% or more of	a class of equity securities of
Each executive officer and director of     Each general and managing partner of	corporate issuers and of corporate issuers and of corporate issuers.	porate general and managin	g partners of partr	nership issuers; and
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Ackerman, Arnold W.				
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
c/o Duff Ackerman & Goodrich, LP	, Two Embarcadero C	enter, Ste. 2300, San	Francisco, CA	\ 94111
Check Box(es) that Apply:  Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Duff, Jr., John M.				
Business or Residence Address (Number and				
c/o Duff Ackerman & Goodrich, LP	·	enter, Ste. 2300, San	Francisco, CA	<u> </u>
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Dickson, Jeffrey L.				
Business or Residence Address (Number and				
c/o Prudential Capital Group, Four	<del></del>		icisco, CA 941	111
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Bjelajac, Keith				(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
Business or Residence Address (Number and	• • • • •	•		
c/o Motorsport Aftermarket Group			, CA 92612	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply: ☐ Promoter	☑ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Heermans, James P.				
Business or Residence Address (Number and	, , ,	•		
c/o Motorsport Aftermarket Group	Inc., 2146 Michelson	Drive, Suite B, Irvine	, CA 92612	
Check Box(es) that Apply:  Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Goodrich, Thomas R.				
Business or Residence Address (Number and	-			
c/o Duff Ackerman & Goodrich, LP	, Two Embarcadero C	enter, Ste. 2300, San	Francisco, CA	\ 94111 
Check Box(es) that Apply:   Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Duff Ackerman & Goodrich, LP and		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address (Number and	•			
Two Embarcadero Center, Ste. 230	0, San Francisco, CA	94111		
(for footnote, if any)				

A. BASIC IDENTIFICATION DATA

	A. BASIC IDENTI	FICATION DATA		
<ul> <li>Enter the information requested for the fo</li> <li>Each promoter of the issuer, if the issue</li> <li>Each beneficial owner having the pow the issuer;</li> <li>Each executive officer and director of</li> <li>Each general and managing partner of</li> </ul>	er has been organized within er to vote or dispose, or dire corporate issuers and of corp	ect the vote or disposition o		. ,
Check Box(es) that Apply: ☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Issue V, Inc.				
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
c/o Priscilla Dedoro, AVP, 550 Kear	ny Street, Suite 600, S	San Francisco, CA 9	4108	
Check Box(es) that Apply:   Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Antares Capital Corporation	<del></del>			
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
311 South Wacker Drive, Suite 6400	), Chicago, IL 60606		•	
Check Box(es) that Apply:  Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				,
Simmons, Allen L.				
Business or Residence Address (Number and		)		
575 Witches Road, Bristol, CT 0601	<u> </u>			_
Check Box(es) that Apply:   Promoter  Promoter	☐ Beneficial Owner	Executive Officer	<b>▼</b> Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	•		*.	
McGann, Thomas	2			
Business or Residence Address (Number and		•	C & 02642	
c/o Motorsport Aftermarket Group,				
Check Box(es) that Apply: Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)  Rodgers, David				
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
c/o Motorsport Aftermarket Group,	Inc., 2146 Michelson	Drive, Suite B, Irvine	, CA 92612	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Toke, Michael				
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
c/o Motorsport Aftermarket Group,	Inc., 2146 Michelson	Drive, Suite B, Irvine	, CA 92612	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Hood, Doug		With a second section and sect		
Business or Residence Address (Number and	Street, City, State, Zip Code	)		
c/o Motorsport Aftermarket Group,	Inc., 2146 Michelson	Drive, Suite B, Irvine	, CA 92612	

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B. INFORMATION ABOUT OFFERING		
	Yes	No
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.		×
2. What is the minimum investment that will be accepted from any individual?	\$	N/A
3. Does the offering permit joint ownership of a single unit?	Yes 🗷	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	Al!	States
[AL][AK][AZ][AR][CA][CO][CT][DE][DC][FL][GA][	HI ] [	ID ]
	MS ] [	мо ]
[MT][NE][NV][NH][NJ][NM [NY][NC][ND][OH][OK][ [RI][SC][SD][TN][TX][UT][VT][VA][WA][WV][WI][	OR ][ WY ] [	PA ] PR ]
Full Name (Last name first, if individual)		
er en er var en en en er en		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)		States
[AL][AK][AZ][AR][CA][CO][CT][DE][DC][FL][GA][		ID ]
[IL ] [ IN ] [ IA ] [ KS ] [ KY ] [ LA ] [ ME ] [ MD ] [ MA ] [ MI ] [ MN ] [ [MT ] [ NE ] [ NV ] [ NH ] [ NJ ] [ NM ] [ NY ] [ NC ] [ ND ] [ OH ] [ OK ] [	OR ] [	
[RI][SC][SD][TN][TX][UT][VA][WA][WV][WI][		-
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)		States
	HI ] [	ID ]
		MO ]
[RI][SC][SD][TN][TX][UT][VA][WA][WA][WV][WI][	, .	PA ] PR ]
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)		

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SE O	F PROCEED	S	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			•	
	Type of Security		Aggregate fering Price	Am	ount Already Sold
	Debt	\$	0	\$	
	Equity	\$	2,250,003.00	\$	550,024.0
	☐ Common  ☑ Preferred*				
	Convertible Securities (including Notes and Warrants)	\$	0	\$	
	Partnership Interests	\$	0	\$	
	Other (Specify)	\$	0	\$	(
	Total	\$	2,250,003.00	\$	550,024.0
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Num	ber Investors	Do	Aggregate llar Amount Purchases
	Accredited Investors		4	\$	550,024.00
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)		0	\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering		Type of Security	Do	llar Amount Sold
	Rule 505		Security	\$	3014
	Regulation A			\$	C
	Rule 504			<u> </u>	C
	Total			\$	0
<b>1</b> .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		X	\$	0
	Printing and Engraving Costs		<b>x</b>	\$	0
	Legal Fees		×	\$	100,000.00
	Accounting Fees		X	\$	0

\*Series A2 Convertible Preferred Stock and Common Stock issueable upon conversion of such Preferred Stock.

Engineering Fees

Sales Commissions (specify finders' fees separately).....

Other Expenses (identify) Blue Sky Filing Fees

0

1,200.00

101,200.00

×

×

×

								\$_	2,148,803.00
ar	dicate below the amount of the adjusted gross proce r each of the purposes shown. If the amount for ar d check the box to the left of the estimate. The justed gross proceeds to the issuer set forth in response	y purpose is not known, furnish an estin total of the payments listed must equal	nate						
				D	yments to Officers, rectors, &				Payments To
				-	Affiliates	0	_		Others 0
	Salaries and fees			\$		0		•	
	Purchase of real estate					0		_	
Purchase, rental or leasing and installation of machinery and equipment			×	-		^		-	0
	Construction or leasing of plant buildings and fac-	cilities	×	\$			×	<b>S</b> –	
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass pursuant to a merger)	ets or securities of another issuer	×	\$		0	×	S-	2,148,803.00
	Repayment of indebtedness		×	s		0			0
	Working capital		<u>×</u>	\$		0			0
			×	\$		0		-	0
			<b>[</b>			0	_		0
			×	\$			×	_	2,148,803.00
	Column Totals		×	\$				-	3,803.00
	Total Payments Listed (column totals added)				<b>≥</b> \$—			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,, <del>,,,,,,,,</del>
	Ι	). FEDERAL SIGNATURE							
ignati	suer has duly caused this notice to be signed by the ire constitutes an undertaking by the issuer to furni ation furnished by the issuer to any non-accredited	sh to the U.S. Securities and Exchange	Com	missio					
ssuer	(Print or Type)	Signature				I	Date		
Moto	rsport Aftermarket Group, Inc.								
Name	(Print or Type)	Title (Print or Type)							
Keit	n Bjelajac	Senior V.P. Finance Adminis	tra	ion,C	FO & S	ecr	eta	ry	

D. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\_\_ ATTENTION \_\_\_\_\_

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Bjelajac	Senior V.P. Finance Admini	strat	ion,CFO & S	ecr	eta	ry
(Print or Type)	Title (Print or Type)	)				
rsport Aftermarket Group, Inc.	Ka II Bala					105
re constitutes an undertaking by the issuer to furn ation furnished by the issuer to any non-accredited	hish to the U.S. Securities and Exchange investor pursuant to paragraph (b)(2) of	Com	mission, upon w	ritte	n re	quest of its staff, th
Total Payments Listed (column totals added)			₽ \$		2,	148,803.00
Column Totals		×	\$	_0		*
		×	\$	0	×	\$
Other (specify):		×	\$	0	×	\$
• •		×	\$	0	×	\$
				0		\$ 2,140,003.00
				0		<sub>e</sub> 2,148,803.00
Construction or leasing of plant buildings and fa	acilities	×	\$	0	×	\$
Purchase, rental or leasing and installation of ma	achinery and equipment	×	\$	0	×	\$
Purchase of real estate		×	\$	0	×	\$
Salaries and fees		×	Affiliates	0	Œ	Others
			Officers,			Payments To
each of the purposes shown. If the amount for a d check the box to the left of the estimate. The	my purpose is not known, furnish an est total of the payments listed must equi	imate				
"adjusted gross proceeds to the issuer."	A O T LINE QUESTION VILL. TIME GINETON					\$2,148,803.00
	licate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for a dicheck the box to the left of the estimate. The usted gross proceeds to the issuer set forth in response and fees.  Purchase of real estate	estion 1 and total expenses furnished in response to Part C - Question 4.a. This differen "adjusted gross proceeds to the issuer."  licate below the amount of the adjusted gross proceeds to the issuer used or proposed to be each of the purposes shown. If the amount for any purpose is not known, furnish an est of check the box to the left of the estimate. The total of the payments listed must equivated gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Working capital  Other (specify):  Column Totals  Total Payments Listed (column totals added).  D. FEDERAL SIGNATURE  uer has duly caused this notice to be signed by the undersigned duly authorized person, re constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange tion furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Print or Type)  Figorit Aftermarket Group, Inc.  (Print or Type)	licate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate of the check the box to the left of the estimate. The total of the payments listed must equal the usted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Salaries and fees	Tadjusted gross proceeds to the issuer."    licate belo	Tadjusted gross proceeds to the issuer."  licate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate deficiency to the left of the estimate. The total of the payments listed must equal the usted gross proceeds to the left of the estimate. The total of the payments listed must equal the usted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Payments to Officers. Directors, & Affiliates  Salaries and fees	licate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate dicheck the box to the left of the estimate. The total of the payments listed must equal the usted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Payments to Officers, Directors, & Affiliates  Salaries and fees Purchase of real estate Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Payments and equipment Payments and equipment Payments and equipment Payments are successful to the successful purchase, rental or leasing of plant buildings and facilities Payments are successful to the successful purchase, rental or leasing of plant buildings and facilities Payments are successful purchase, rental or leasing of plant buildings and facilities Payment of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a mergery Payment of indebtedness Payment Payments Listed (column totals added) Payments Pay

D. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS